

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                                     |    |                         |
|-------------------------------------|----|-------------------------|
|                                     | -X |                         |
|                                     | :  |                         |
| In re                               | :  | Chapter 11              |
|                                     | :  |                         |
| DELPHI CORPORATION, <u>et al.</u> , | :  | Case No. 05-44481 (RDD) |
|                                     | :  |                         |
| Debtors.                            | :  | (Jointly Administered)  |
|                                     | :  |                         |
|                                     | -X |                         |

ORDER UNDER 11 U.S.C. § 105 AND FED. R. BANKR. P. 7041 AND 9014 (I) DISMISSING  
CERTAIN OFF-CALENDAR MOTIONS AND CONTESTED MATTERS AND (II)  
OVERRULING, WITHDRAWING, OR OTHERWISE DISMISSING OR DEEMING MOOT  
CERTAIN OBJECTIONS LODGED IN CONNECTION WITH PROCEDURES SET FORTH IN  
DEBTORS' 2007 SOLICITATION PROCEDURES MOTION

("ORDER DISMISSING OFF-CALENDAR MOTIONS AND OVERRULING MOOT OBJECTIONS")

Upon the motion, dated October 29, 2009 (the "Motion"), of DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (the "Reorganized Debtors"), for an order (i) dismissing certain off-calendar motions and contested matters and (ii) resolving certain contested matters by overruling, withdrawing, or otherwise dismissing or deeming moot certain objections that were lodged pursuant to the procedures set forth in the 2007 Solicitation Procedures Motion<sup>1</sup> under 11 U.S.C. § 105 and Fed. R. Bankr. P. 7041 and 9014; and upon the record of the November 18, 2009 hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Reorganized Debtors, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

<sup>1</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

ORDERED, ADJUDGED, AND DECREED THAT:

1. This Court has core jurisdiction over these chapter 11 cases and the parties and property affected hereby pursuant to 28 U.S.C. §§ 157(b) and 1334. Venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
2. The Motion is GRANTED as provided herein.
3. Each of the motions listed on Exhibits A-1, A-2, and A-3 is dismissed with prejudice pursuant to Fed. R. Bankr. P. 7041 and 9014.
4. Each of the contested matters listed on Exhibit B-1 is deemed moot and the Debtors' Omnibus Postpetition Interest Objection (Docket No. 12833) is hereby withdrawn.
5. Each of the objections and reservations of rights listed on Exhibits B-2 and B-5 is overruled, deemed withdrawn, or otherwise dismissed with prejudice.
6. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: New York, New York  
November \_\_, 2009

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UNITED STATES BANKRUPTCY JUDGE